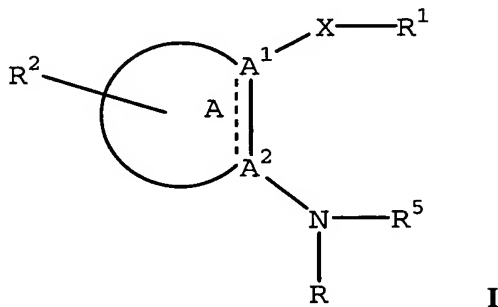


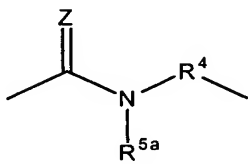
The listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1 (currently amended): A compound of Formula I



wherein ring A is 3-pyridyl;



wherein X is ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected

from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, -

$NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered

heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^1 is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R¹ is substituted with one or more substituents independently selected from halo, -OR³, -SR³, -CO₂R³, -CONR³R³, -COR³, -NR³R³, -NH(C₁-C₄ alkylenylR¹⁴), -SO₂R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, -NR³C(O)NR³R³, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R², lower alkenyl substituted with R², and lower alkynyl substituted with R²;

wherein R² is one or more substituents independently selected from H, halo, -OR³, oxo, -SR³, -CO₂R³, -COR³, -CONR³R³, -NR³R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C₁₋₆-alkoxy-C₁₋₆-alkoxy, C₁₋₆-alkoxy-C₁₋₆-alkoxy-C₁₋₆-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R³ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C₃-C₆-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclalkyl, optionally substituted C₃-C₆ cycloalkylalkyl, and lower haloalkyl;

wherein R⁴ is selected from a direct bond, C₂₋₄-alkylenyl, C₂₋₄-alkenylenyl and C₂₋₄-alkynylenyl, where one of the CH₂ groups may be replaced with an oxygen atom or an -NH-, wherein R⁴ is optionally substituted with hydroxy;

wherein R⁵ is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R¹⁴ is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C₃-C₆ cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

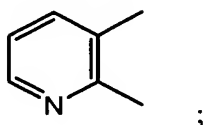
provided ~~A is not pyridyl~~ when X is not -C(O)NH- and when R¹ is 4-[3,5-bis(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when R⁵ is methyl and when R is 4-methylpiperidyl;

further provided ~~A is not pyridyl~~ when X is not -C(O)NH-, when R⁵ is H, when R² is 6-methyl and when R is indazolyl; and

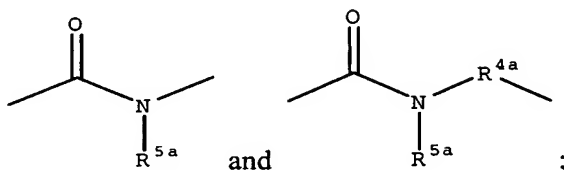
further provided R is not unsubstituted 2-thienyl, unsubstituted 2-pyridyl or unsubstituted 3-pyridyl.

Claims 2- 9 (canceled).

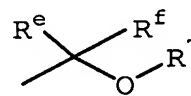
Claim 10 (previously presented): Compound of Claim 1, wherein A is



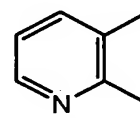
wherein X is selected from

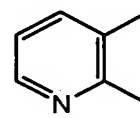


wherein R is selected from substituted or unsubstituted pyrazolyl, triazolyl, pyridyl, pyrimidinyl, and pyridazinyl, indazolyl, indolyl, isoindolyl, quinoliny, isoquinoliny, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinazolinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, hydroxy, C₁₋₄-alkyl, C₁₋₂-alkoxy, optionally substituted 4-6 membered heterocyclyl-C₁₋₂-alkoxy, amino, C₁₋₂-alkylamino, aminosulfonyl, -NR³C(O)OR³, -NR³C(O)R³, C₃₋₆-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, C₁₋₂-alkylamino-C₁₋₂-alkoxy-C₁₋₂-alkoxy, cyano, C₁₋₂-alkylamino-C₁₋₂-alkoxy, C₁₋₂-alkylamino-C₁₋₂-alkyl, C₁₋₂-alkylamino-C₂₋₃-alkynyl, C₁₋₂-hydroxyalkyl, C₁₋₂-aminoalkyl, C₁₋₂-haloalkyl, optionally substituted 4-6 membered heterocyclyl-C₂₋₃-alkenyl, and optionally substituted 4-6 membered heterocyclyl-C₂₋₃-alkynyl; wherein R¹ is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C₃₋₆-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R¹ is substituted with one or more substituents independently selected from halo, C₁₋₆-alkyl, optionally substituted C₃₋₆-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C₁-C₄-alkylenyl, C₁₋₂-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C₁-C₄-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C₂-C₄-alkenylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₄-alkylcarbonyl, C₁₋₂-haloalkyl, C₁₋₄-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C₁₋₂-alkylsulfonyl, halosulfonyl, C₁₋₄-alkylcarbonyl, C₁₋₃-alkylamino-C₁₋₃-alkyl, C₁₋₃-alkylamino-C₁₋₃-alkoxy, C₁₋₃-alkylamino-C₁₋₃-alkoxy-C₁₋₃-alkoxy, C₁₋₄-alkoxycarbonyl, C₁₋₄-alkoxycarbonylamino-C₁₋₄-alkyl, C₁₋₄-hydroxyalkyl, and C₁₋₄-alkoxy; wherein R² is one or more substituents independently selected from H, halo, hydroxy, C₁₋₂-alkoxy, C₁₋₂-haloalkoxy, amino, C₁₋₂-alkylamino, optionally substituted 4-6 membered heterocyclyl-



C₁₋₂-alkylamino, aminosulfonyl, C₃₋₆-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C₁₋₄-alkyl, cyano, C₁₋₂-hydroxyalkyl, C₁₋₃-carboxyalkyl, nitro, C₂₋₃-alkenyl, C₂₋₃-alkynyl and C₁₋₂-haloalkyl; wherein R³ is independently selected from H, C₁₋₄-alkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₄-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₄-alkyl, optionally substituted C₃₋₆ cycloalkyl and C₁₋₂-haloalkyl; wherein R^{4a} is C₂₋₃-alkylenyl where one of the CH₂ groups may be replaced with an oxygen atom or an -NH-, wherein R^{4a} is optionally substituted with hydroxy; wherein R⁵ is selected from H and C₁₋₂-alkyl; wherein R^{5a} is selected from H and C₁₋₂-alkyl; wherein R^e and R^f are independently selected from H and C₁₋₂-haloalkyl; and wherein R⁷ is selected from H, C₁₋₃-alkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₃-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₃-alkyl, C₁₋₃-alkoxy-C₁₋₂-alkyl and C₁₋₃-alkoxy-C₁₋₃-alkoxy-C₁₋₃-alkyl, and pharmaceutically acceptable derivatives thereof.



Claim 11 (previously presented): Compound of Claim 10, wherein A is ; wherein X is -C(O)-NH-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, quinoxalyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R¹ is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R¹ is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,

piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy) methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein R² is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

Claim 12-15 (canceled).

Claim 16 (original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

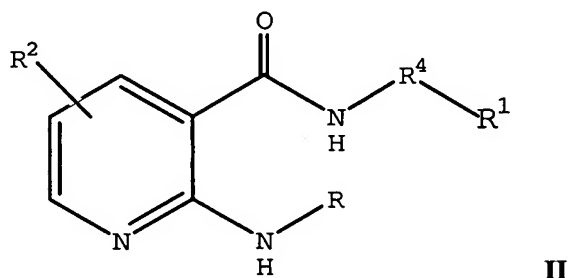
N-(4-Chlorophenyl)[2-(6-quinolylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(5-isoquinolylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(1H-indazol-5-ylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
2-(1H-Indazol-6-ylamino)-N-(4-isopropyl-phenyl)nicotinamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(methylethyl)phenyl]carboxamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylpropyl)phenyl]carboxamide;
N-[4-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-[3-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(Benzotriazol-6-ylamino)(3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(3-phenylpyrazol-5-yl)carboxamide;
 N-(4-Chloro-3-sulfamoylphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-methyl-2-oxo-1,2-dihydroquinol-7-yl)carboxamide;
 N-[4-(Methylethyl)phenyl]{2-[(4-methyl-2-oxo(7-hydroquinolyl))amino](3-pyridyl)}carboxamide;
 N-[5-(tert-Butyl)isoxazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[5-(tert-Butyl)-1-methylpyrazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[4-(tert-Butyl)(1,3-thiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1,1,2,2,3,3,4,4,4-nonafluorobutyl)phenyl]carboxamide;
 {2-[(1-Methyl(1H-indazol-6-yl))amino](3-pyridyl)}-N-[4-(methylethyl)phenyl]carboxamide;
 N-[4-(tert-Butyl)phenyl]{2-[(7-bromo(1H-indazol-6-yl))amino](3-pyridyl)}carboxamide;
 2-(1H-Indazol-6-ylamino)-N-[4-*tert*-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;
 N-[5-(tert-Butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{6-[4-(trifluoromethyl)piperidyl](3-pyridyl)}carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(1-oxo(7-2,3,4-trihydroisoquinolyl))carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethoxy)phenyl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;
 N-(4-((1S)-1-[(Methylethyl)amino]ethyl)phenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[4-(tert-Butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(4-methylpiperazinyl)phenyl]carboxamide;
 N-[4-(tert-Butyl)-2-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-{2-[2-(Dimethylamino)ethoxy]-5-(tert-butyl)phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-{3-[2-(Dimethylamino)ethoxy]phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-(3-Hydroxy-4-methoxyphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-{3-[2-(Dimethylamino)ethoxy]-4-methoxyphenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-methoxy-3-(1-methyl(4-piperidyl)oxy)phenyl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolin-2-yl)carboxamide;
 [2-(3-[2-(Dimethylamino)ethoxy](1H-indazol-6-yl))amino](3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;

N-[3,3-Dimethyl-1-(4-piperidylmethyl)indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;
 2-(1H-Indazol-6-ylamino)-N-(4-phenoxy-phenyl)-nicotinamide;
 [2-(1H-Indazol-5-ylamino)(3-pyridyl)]-N-(4-phenoxyphenyl)carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-phenylphenyl)carboxamide;
 [2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylsulfonyl)phenyl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(1-methyl(4-piperidyl))indolin-6-yl]carboxamide;
 N-[3,3-Dimethyl-1-(1-methyl(4-piperidyl))indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(1-methyl(4-piperidyl))indol-5-yl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(trifluoromethyl)phenyl]carboxamide;
 N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[5-(1-methyl(4-1,2,5,6-tetrahydropyridyl))-3-(trifluoromethyl)phenyl]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1-methyl(4-piperidyl))phenyl]carboxamide;
 N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(2-morpholin-4-ylethyl)indol-6-yl]carboxamide;
 N-[4-(1,1-Dimethyl-3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
 2-(1H-Indazol-6-ylamino)-N-(4-{2,2,2-trifluoro-1-[2-(2-methoxy-ethoxy)-ethoxy]-1-trifluoromethyl-ethyl}-phenyl)-nicotinamide;
 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-(2-piperidylethoxy)-1-(trifluoromethyl)ethyl]phenyl}carboxamide;
 N-[4-(tert-Butyl)phenyl][6-fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethyl)phenyl]carboxamide;
 [6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide; and
 {2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide.

Claim 17 (original): A compound of Claim 1 having Formula II



wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

wherein R is substituted with one or more substituents selected from halo, amino, hydroxy, C₁₋₆-alkyl, C₁₋₆-haloalkyl, C₁₋₆-alkoxy, optionally substituted heterocyclalkoxy, C₁₋₆-alkylamino-C₂₋₄-alkynyl, C₁₋₆-alkylamino-C₁₋₆-alkoxy, C₁₋₆-alkylamino-C₁₋₆-alkoxy-C₁₋₆-alkoxy, and optionally substituted heterocycl-C₂₋₄-alkynyl;

wherein R¹ is selected from unsubstituted or substituted aryl,

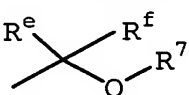
cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R¹ is substituted with one or more substituents selected from halo, C₁₋₆-alkyl, optionally substituted C₃₋₆-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₄-alkylenyl, C₁₋₂-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C₁₋₄-alkyl, optionally substituted 4-6 membered heterocyclyl-C₂₋₄-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclloxy, optionally substituted 4-6 membered heterocyclyl-C₁₋₄-alkoxy, optionally substituted 4-6 membered heterocyclsulfonyl, optionally substituted 4-6 membered heterocyclamino, optionally substituted 4-6 membered heterocyclcarbonyl, optionally substituted 4-6 membered heterocycl-C₁₋₄-alkylcarbonyl, C₁₋₂-haloalkyl, C₁₋₄-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C₁₋₂-alkylsulfonyl, halosulfonyl, C₁₋₄-alkylcarbonyl, C₁₋₃-alkylamino-C₁₋₃-alkyl, C₁₋₃-alkylamino-

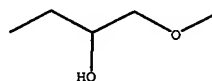
C₁₋₃-alkoxy, C₁₋₃-alkylamino-C₁₋₃-alkoxy-C₁₋₃-alkoxy, C₁₋₄-alkoxycarbonyl, C₁₋₄-

alkoxycarbonylamino-C₁₋₄-alkyl, C₁₋₄-hydroxyalkyl,  and C₁₋₄-alkoxy;

wherein R² is one or more substituents independently selected from

H,
halo,
hydroxy,
amino,
C₁₋₆-alkyl,
C₁₋₆-haloalkyl,
C₁₋₆-alkoxy,
C₁₋₂-alkylamino,
aminosulfonyl,
C₃₋₆-cycloalkyl,
cyano,
C₁₋₂-hydroxyalkyl,
nitro,
C₂₋₃-alkenyl,
C₂₋₃-alkynyl,
C₁₋₆-haloalkoxy,
C₁₋₆-carboxyalkyl,
4-6-membered heterocyclyl-C₁₋₆-alkylamino,
unsubstituted or substituted phenyl and
unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R⁴ is selected from a direct bond, C₁₋₄-alkyl, and



; and

wherein R^e and R^f are independently selected from H and C₁₋₂-haloalkyl; and

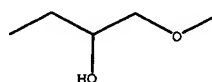
wherein R⁷ is selected from H, C₁₋₃-alkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₃-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₃-alkyl, C₁₋₃-alkoxy-C₁₋₂-alkyl and C₁₋₃-alkoxy-C₁₋₃-alkoxy-C₁₋₃-alkyl; and pharmaceutically acceptable derivatives thereof.

Claim 18 (original): Compound of Claim 17 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R¹ is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,

thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R¹ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperidin-4-ylmethoxy, piperidin-4-ylmethoxy, 1-methylpiperidin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R² is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; and

wherein R⁴ is selected from a direct bond, ethyl, butyl, and acceptable derivatives thereof.

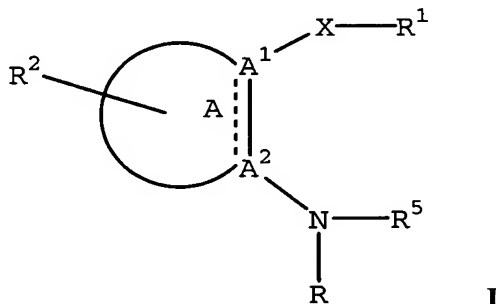


; and pharmaceutically

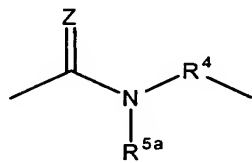
Claim 19- 34 (canceled).

Claim 35 (currently amended): A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1, 10-11, ~~and 16-18,~~ and 43-52.

Claim 36 (withdrawn): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Formula I



wherein ring A is 3-pyridyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected

from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^1 is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R¹ is substituted with one or more substituents independently selected from halo, -OR³, -SR³, -CO₂R³, -CONR³R³, -COR³, -NR³R³, -NH(C₁-C₄ alkylenylR¹⁴), -SO₂R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, -NR³C(O)NR³R³, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R², lower alkenyl substituted with R², and lower alkynyl substituted with R²;

wherein R² is one or more substituents independently selected from H, halo, -OR³, oxo, -SR³, -CO₂R³, -COR³, -CONR³R³, -NR³R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C₁₋₆-alkoxy-C₁₋₆-alkoxy, C₁₋₆-alkoxy-C₁₋₆-alkoxy-C₁₋₆-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R³ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C₃-C₆-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclalkyl, optionally substituted C₃-C₆ cycloalkylalkyl, and lower haloalkyl;

wherein R⁴ is selected from a direct bond, C₂₋₄-alkylenyl, C₂₋₄-alkenylenyl and C₂₋₄-alkynylenyl, where one of the CH₂ groups may be replaced with an oxygen atom or an -NH-, wherein R⁴ is optionally substituted with hydroxy;

wherein R⁵ is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

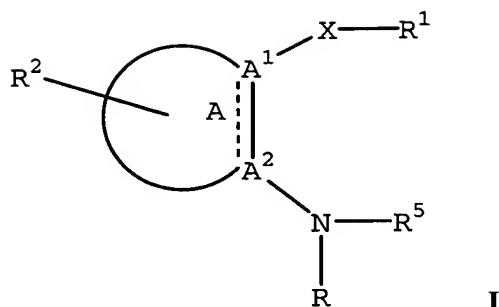
wherein R¹⁴ is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C₃-C₆ cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

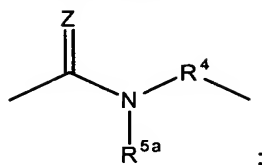
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 37 (withdrawn): The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

Claim 38 (withdrawn): A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I



wherein ring A is 3-pyridyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxo, alkylaminoalkoxy, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^1 is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4 \text{ alkylenyl})R^{14}$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally

substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C₁₋₆-alkoxy-C₁₋₆-alkoxy, C₁₋₆-alkoxy-C₁₋₆-alkoxy-C₁₋₆-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R³ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C₃-C₆-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C₃-C₆ cycloalkylalkyl, and lower haloalkyl;

wherein R⁴ is selected from a direct bond, C₂₋₄-alkylenyl, C₂₋₄-alkenylenyl and C₂₋₄-alkynylenyl, where one of the CH₂ groups may be replaced with an oxygen atom or an -NH-, wherein R⁴ is optionally substituted with hydroxy;

wherein R⁵ is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

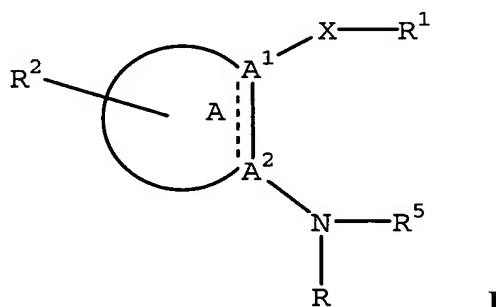
wherein R¹⁴ is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C₃-C₆ cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

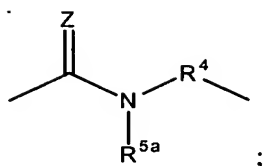
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 39 (canceled).

Claim 40 (withdrawn): A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



wherein ring A is 3-pyridyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
 - b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;
- wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^1 is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4 \text{ alkylenyl}R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C_{1-6} -alkoxy- C_{1-6} -alkoxy, C_{1-6} -alkoxy- C_{1-6} -alkoxy- C_{1-6} -alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3 - C_6 -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3 - C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, C_{2-4} -alkylenyl, C_{2-4} -alkenylenyl and C_{2-4} -alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an $-NH-$, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

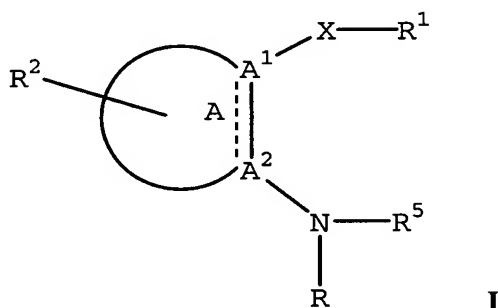
wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

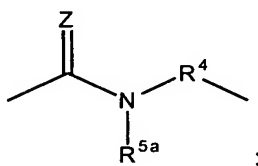
and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 41 (withdrawn): A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



wherein ring A is 3-pyridyl;



wherein X is ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2 , lower alkenyl substituted with R^2 , and lower alkynyl substituted with R^2 ;

wherein R¹ is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R¹ is substituted with one or more substituents independently selected from halo, -OR³, -SR³, -CO₂R³, -CONR³R³, -COR³, -NR³R³, -NH(C₁-C₄ alkylenylR¹⁴), -SO₂R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, -NR³C(O)NR³R³, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R², lower alkenyl substituted with R², and lower alkynyl substituted with R²;

wherein R² is one or more substituents independently selected from H, halo, -OR³, oxo, -SR³, -CO₂R³, -COR³, -CONR³R³, -NR³R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C₁₋₆-alkoxy-C₁₋₆-alkoxy, C₁₋₆-alkoxy-C₁₋₆-alkoxy-C₁₋₆-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R³ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C₃-C₆-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C₃-C₆ cycloalkylalkyl, and lower haloalkyl;

wherein R⁴ is selected from a direct bond, C₂₋₄-alkylenyl, C₂₋₄-alkenylenyl and C₂₋₄-alkynylenyl, where one of the CH₂ groups may be replaced with an oxygen atom or an -NH-, wherein R⁴ is optionally substituted with hydroxy;

wherein R⁵ is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R¹⁴ is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C₃-C₆ cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 42 (canceled).

Claim 43 (original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

2-(1H-Indazol-6-ylamino)-N-[3-(3-morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(3-piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-116-benzo[d]isothiazol-6-yl)-2-(1H-indazol-6-ylamino)-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-isopropyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-
nicotinamide;
N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-nicotinamide;
N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(2-pyrrolidin-1-yl-ethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;
N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;
N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;
N-(3-Bromo-5-trifluoromethyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;
N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(7-Acetyl-5,5-dimethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-2-(1H-indazol-6-ylamino)-
nicotinamide;
1-Boc-2-(2-tert-Butyl-5-[[2-(1H-indazol-6-ylamino)-pyridine-3-carbonyl]-amino]-phenoxymethyl)-
pyrrolidine;

N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
N-(4-tert-Butyl-3-piperazin-1-yl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-
nicotinamide;
N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(4-propyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(4-isopropyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methylpyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-
nicotinamide;
N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(4-methyl-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(3-morpholin-4-ylmethyl-4-pentafluoroethyl-phenyl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-3-piperazin-1-ylmethyl-phenyl)-nicotinamide;
N-[4-tert-Butyl-3-(4-Boc-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(4-tert-Butyl-3-nitro-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3-Amino-4-tert-butyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(2-hydroxy-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[2-(2-morpholin-4-yl-ethyl)-1,2,3,4-tetrahydro-isoquinolin-7-yl]-
nicotinamide;
N-[4-tert-Butyl-2-(4-methyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(2-oxo-4-trifluoromethyl-2H-chromen-7-yl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl)-5-trifluoromethyl-phenyl]-
nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(1H-indol-7-yl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;
N-[4-tert-Butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(3-piperazin-1-ylmethyl-5-trifluoromethyl-phenyl)-nicotinamide; and
N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 44 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4-chlorophenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 45 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[5-(tert-butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 46 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-(tert-butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 47 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-(tert-butyl)phenyl][6-fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 48 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4,4-dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 49 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-tert-butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 50 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-tert-butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 51 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 52 (new): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is 2-(2-oxo-2,3-dihydro-1H-benzoimidazol-5-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide.